

March 3, 2010

BY ECFS

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Re: Request for Third Protective Order  
*In re Applications of Frontier Communications Corporation and Verizon  
Communications Inc. for Assignment and Transfer of Control*  
WC Docket No. 09-95

Dear Ms. Dortch:

Frontier Communications Corporation (“Frontier”) and Verizon Communications Inc. (“Verizon” and, collectively with Frontier, the “Applicants”) request issuance of a third protective order in WC Docket No. 09-95 to provide additional protection beyond that afforded in the Commission’s December 18, 2009 and February 2, 2010 protective orders<sup>1</sup> for certain information that the Applicants intend to submit in their responses to the FCC’s General Information Request dated February 12, 2010.<sup>2</sup> The Applicants’ responses will include some of the most sensitive data requested by the Commission, and contain the types of information that has been afforded heightened protection in prior proceedings.<sup>3</sup>

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<sup>1</sup> *Applications filed by Frontier Communications Corporation and Verizon Communications Inc. for Assignment or Transfer of Control*, WC Docket No. 09-95, Protective Order, DA 09-2573 (WCB Dec. 18, 2009); *Applications filed by Frontier Communications Corporation and Verizon Communications Inc. for Assignment or Transfer of Control*, WC Docket No. 09-95, Protective Order, DA 10-221 (WCB Feb. 2, 2010).

<sup>2</sup> See Letter from Sharon Gillett, Chief, Wireline Competition Bureau, FCC, to Kenneth F. Mason, Frontier, and Karen Zacharia, Verizon, WC Docket No. 09-95 (dated Feb. 12, 2010).

<sup>3</sup> *AT&T Inc. & BellSouth Corp. Applications for Approval of Transfer of Control*, Order, 21 FCC Rcd 7282 (WCB 2006) (“AT&T/BellSouth Second Protective Order”). See also *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations and Modify a Spectrum Leasing Arrangement*, WT Docket No. 09-104, Second Protective Order, DA 09-2601 (WTB Dec. 16, 2009) (“AT&T/Verizon Wireless Second Protective Order”); *Applications of Atlantic Tele- Network, Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations*, WT Docket No. 09-119, Second Protective Order, DA 09-2600 (WTB Dec. 16, 2009) (“ATN/Verizon Wireless Second Protective Order”); *Applications of AT&T Inc. & Centennial Commc’ns Corp. for Consent to Transfer Control of Licenses, Authorizations, & Spectrum Leasing Arrangements*, Second Protective Order, 24 FCC Rcd 7182 (WTB 2009) (“AT&T/Centennial Second Protective Order”); *Verizon Commc’ns Inc. & MCI*,

In past merger proceedings, the Commission has issued heightened protective orders to exclude access to such information by other parties' inside counsel who are not involved in competitive decision-making:

The Commission will grant more limited access to those materials which, if released to competitors, would allow those competitors to gain a significant advantage in the marketplace. For example, a company's list of specific customers or customer data (including revenues associated with the specific customer or group of customers) disaggregated to a relatively detailed level, and competitive analyses including specific future pricing, product or marketing plans could all allow competitors to target customers and gain an unfair competitive advantage if they were to obtain the information.<sup>4</sup>

The Commission also allowed parties to prohibit copying of highly confidential documents. Similar protections are warranted in this proceeding.

The Applicants specifically request that the third protective order cover information they plan to produce in response to particular requests in the Information and Data Request where such information falls into the following categories of information. As noted below, the Commission has protected most of these categories (or a variant of them) under one or more prior protective orders. The additional category contains information not previously requested by or submitted to the FCC in the transaction context, but which involves highly confident commercial and financial information plainly worth of heightened protection.

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*Inc. Applications for Approval of Transfer of Control*, Order, 20 FCC Rcd 10,420 (WCB 2005) ("Verizon/MCI Second Protective Order"); *Applications for the Transfer of Control of Licenses & Authorizations from Nextel Commc'ns, Inc. & Its Subsidiaries to Sprint Corp.*, Order, 20 FCC Rcd 9280 (WTB 2005) ("Sprint/Nextel Second Protective Order"); *SBC Commc'ns Inc. & AT&T Corp. Applications for Approval of Transfer of Control*, Order, 20 FCC Rcd 8876 (WCB 2005) ("SBC/AT&T Second Protective Order"); *News Corp., Gen. Motors Corp. & Hughes Elecs. Corp.*, Order, 18 FCC Rcd 15,198 (MB 2003) ("News Corp./GM/Hughes Second Protective Order"); *EchoStar Commc'ns Corp., Gen. Motors Corp., & Hughes Elecs. Corp.*, Order 17 FCC Rcd 7415 (MB 2002) ("EchoStar/GM/Hughes Second Protective Order").

<sup>4</sup> See, e.g., *AT&T/BellSouth Second Protective Order* at ¶ 3; *AT&T/Verizon Wireless Second Protective Order* at ¶ 6; *Verizon/MCI Second Protective Order* at ¶ 3; *Sprint/Nextel Second Protective Order* at ¶ 3; *SBC/AT&T Second Protective Order* at 3; *News Corp./GM/Hughes Second Protective Order* at ¶ 3; *EchoStar/GM/Hughes Second Protective Order* at ¶ 3.

Category Eligible for Third Protective Order Treatment	Current Question Numbers
Information that discusses in detail the Submitting Party's future plans to compete for a customer or specific groups or types of customers, including the Submitting Party's future procurement strategies, pricing strategies, product strategies, or advertising or marketing strategies. <sup>5</sup>	24.a, 24.d, 25, 26.b(1), 26.b(4), 26.b(5), 26.b(7), 26.b(8), and 26.b(10), 28.a, 28.b, 28.c
Information that discloses the identity or characteristics of specific customers or of those with whom a company is negotiating. <sup>6</sup>	24.a, 24.d
Information that provides revenues and numbers of customers broken down by customer type and relatively narrow geographic area (CMA, wire center, regional cluster or state). <sup>7</sup>	26.b(1), 26.b(4), 26.b(5), 26.b(7), 26.b(8), and 26.b(10),
Information that provides granular information about a Submitting Party's current or future costs, market share, marginal revenue, and firm-specific price elasticities. <sup>8</sup>	6, 9.a.3, 9.b.6, 9.d and 9.e, 20.a, 20.b, 27, 28.a, 28.b, 28.c
Information that provides detailed or disaggregated quantification of merger integration benefits or efficiencies. <sup>9</sup>	9.a.3, 9.b.6, 9.d and 9.e, 20.a, 20.b 27

<sup>5</sup> See *AT&T/Verizon Wireless Second Protective Order* at 4-5 (¶ 9); *ATN/Verizon Wireless Second Protective Order* at 4 (¶ 9); *AT&T/Centennial Second Protective Order* at 7184 (¶ 16); *AT&T/BellSouth Second Protective Order* at 7283 (¶ 5); *Sprint/Nextel Second Protective Order* at 9281 (¶ 4); *Verizon/MCI Second Protective Order* at 10,421 (¶ 4); *NewsCorp./GM/Hughes Second Protective Order* at 15,199 (¶ 3); *EchoStar/GM/Hughes Second Protective Order* at 7416 (¶ 3); *Application of News Corp. & the DIRECTV Group, Inc., Transferors, & Liberty Media Corp., Transferee, for Authority to Transfer Control*, Protective Order, 22 FCC Rcd 12,797, 12,798 (¶ 2), 12,800 (¶ 6) (MB 2007).

<sup>6</sup> See *AT&T Centennial Second Protective Order* at 7184 (¶ 6); *AT&T/BellSouth Second Protective Order* at 7283 (¶ 5); *SBC/AT&T Second Protective Order* at 8877 (¶ 4); *Verizon/MCI Second Protective Order* at 10,421 (¶ 4).

<sup>7</sup> See *AT&T/Verizon Wireless Second Protective Order* at 4 (¶ 9); *AT&T Centennial Second Protective Order* at 7184 (¶ 6); *AT&T/BellSouth Second Protective Order* at 7283 (¶ 5); *SBC/AT&T Second Protective Order* at 8877 (¶ 4); *Verizon/MCI Second Protective Order* at 10,421 (¶ 4); *News Corp./GM/Hughes Second Protective Order* at 15,199 (¶ 3); *EchoStar/GM/Hughes Second Protective Order* at 7416 (¶ 3).

<sup>8</sup> See *AT&T/Verizon Wireless Second Protective Order* at 5 (¶ 9); *ATN/Verizon Wireless Second Protective Order* at 4 (¶ 9); *Sprint/Nextel Second Protective Order* at 9281 (¶ 4).

<sup>9</sup> *AT&T/BellSouth Second Protective Order* at 7283 (¶ 5); *Verizon/MCI Second Protective Order* at 10,421 (¶ 4).

Information that discusses in detail a Submitting Party's costs systems and processes related to handling of customers and sensitive customer information	1.b, 1.c, 2.a, 2.a(1), 2.a(2), 2.b, 2.c, 3.a, 3.b, 3.c(1), 3.d, 5, 6
Information that discusses in detail highly sensitive board strategy consultations	9.a.3, 9.b.6, 9.d and 9.e,

Accordingly, Applicants seek heightened protection for the following information and documents requested by the Information and Data Request:

Questions 1-3, 5, 6. These questions seek specific information about the OSS in use by both Verizon and Frontier in particular areas, the handling of customer data and the conversion of this data, specific plans and agreements related to the cutover in various territories, and prior experiences related to replicating OSS. Because the Commission has not typically sought this type of information in previous information requests, parties previously have not sought protection for producing this type of information. The Applicants produced close to 200 documents relating to information about their OSS as confidential or public. We are seeking highly confidential treatment for approximately ten additional systems related documents. These documents include material that is analogous to information routinely provided enhanced protection by the Commission, including information about an applicant's process for selling divestiture assets,<sup>10</sup> information that discuss in detail plans to construct new facilities or that provide detailed engineering capacity information,<sup>11</sup> or information relating to trade secrets.<sup>12</sup>

The specific systems documents for which Verizon and Frontier are seeking highly confidential treatment include extensive information regarding how systems transitions and system cutover will occur, including detailed plans regarding both system realignment and preparations for system cutover in connection with this transaction. These agreements reveal competitively sensitive information about Verizon's OSS systems, including how customer information is protected, stored, organized, and how it would be transitioned to Frontier's systems in West Virginia or replicated in the former GTE states. For example, in response to Questions 1.b, 1.c, 2.a, 2.c, Frontier and Verizon will submit their Cutover Plans, Support Agreement, and related systems updates for West Virginia, including step-by-step detailed information about system cutover and granular material regarding functional unit-by-functional unit tasks and responsibilities. In response to Question 1.c, 3, 3.c, and 6, Verizon will submit its Realignment Plan and related systems updates, which include detailed information about the systems replication and transition in the former GTE states including step-by-step detailed

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<sup>10</sup> See *AT&T/Verizon Wireless Second Protective Order* at 5(¶ 9)

<sup>11</sup> See *Verizon/MCI Second Protective Order* at ¶ 4.

<sup>12</sup> See *AT&T/Verizon Wireless Second Protective Order* at 5 (¶ 9); *ATN/Verizon Wireless Second Protective Order* at 4 (¶ 9); *Sprint/Nextel Second Protective Order* at 9281 (¶ 4).

information about the replication and realignment process with individual task and unit responsibilities and processes. In addition, Frontier will submit its business continuity plan in response to Question 2.d, containing granular information about Frontier's network security and disaster-response plans.

Knowledge of Verizon's and Frontier's costs, systems, and processes for handling customers and customer information, and the processes that will be used to transition customers, would allow competitors to adjust their marketing plans and would unfairly benefit Frontier's and Verizon's rivals in competing for customers. These documents also describe confidential, non-public business methods and processes used by Verizon to run its networks and provide services and, with respect to West Virginia, the processes by which Frontier will effectuate the conversion of lines to its existing system. Access to this information by competitors would facilitate competitors' strategic judgments about network design and implementation. Moreover, this information, taken collectively, sets out a roadmap describing Verizon's business operations (which will become Frontier's everywhere but in West Virginia) in detail that could be used by competitors to gain a tactical and unfair advantage. Knowledge of this granular information regarding current or future costs, among others, would give an unfair advantage to Frontier's and Verizon's rivals. Additionally, knowledge of network and disaster-response information about Frontier could permit a competitor or adverse entity to disrupt, attack, or potentially disable Frontier's network. Additionally, the business continuity plan contains detailed information about Frontier's disaster-response plan, which could provide a competitive advantage if disclosed and, in any event, potentially would permit a hostile entity to interfere with Frontier's network.

Questions 9. These questions call for Frontier to submit detailed information regarding its current costs and financial projections of costs and revenues for the transaction. Although Frontier has already produced its financial model under the Second Protective Order, in response to Questions 9.a.3, 9.b.6, 9.d and 9.e, Frontier will submit Board of Directors Discussion Materials, generally representing documents reviewed by officers and directors analyzing and approving the proposed transaction. These materials, moreover, contain detailed information about funding sources and market conditions for the transaction, as well as Frontier's strategic concerns, and financial and operational projections. In addition, these documents reflect the ongoing deliberations of Frontier's management during the negotiations, including with respect to company valuation and price, and thus are particularly sensitive documents. Disclosure of this information would not only enable a competitor to harm Frontier competitively, but would also compromise Frontier in any future negotiations, either with respect to this transaction or future transactions. These documents have not been shared with Verizon under the Applicants' Joint Defense and Non-Disclosure Agreements.

Question 20. This question calls for Frontier to provide detailed information about the benefits and efficiencies from the merger, including customer metrics, costs, and risks that have been considered and plans for future operations and marketing. Frontier is asked to provide estimates of cost savings from the merger, and how these cost savings will be passed on to

customers. In response to Questions 20.a and 20.b, Frontier will submit materials identifying and cataloguing the synergies it expects to achieve from the transaction, and providing granular breakdowns of this figure by current and future costs in the following categories: network savings, general and administrative costs, capital expenditures, billing and customer care expenses, bad debt expenses, sales and marketing costs, advertising costs and other expenses. Frontier also identifies the expenses for wage and benefit data per functional unit on a per headcount basis. Access to this data would enable competitors to have a better understanding of Frontier's cost structure and also the areas (both geographic and functional) in which Frontier was planning on adding resources. It additionally would reveal sensitive and highly confidential human resources data that competitors could use to their unfair advantage. For example, among other things, a rival could use Frontier's anticipated sales force to target its own sales activities. Moreover, although many of these functions are centralized functions, the costs must be recovered across Frontier's services.

Knowledge of the costs incurred by Frontier and future plans for services and the costs associated with these services would allow competitors to adjust their own plans for deploying, marketing and advertising services. Knowledge of the cost savings of Frontier will allow competitors to adjust their own pricing strategies. This information consequently would provide competitors with an unfair advantage.

Question 24. This question calls for specific information regarding the FiOS networks Frontier is acquiring. In response to Questions 24.a and 24.d, Frontier will provide detailed information about its plans to integrate FiOS into its networks, including engineering and financial projections, as well as inventorying its programming and vendor agreements, including specific local content data. Frontier identifies specific parties with whom the company is negotiating, as well as its projected network sourcing and architecture for specific services, and partners for content and vendor inputs. The architecture data includes detailed technical and location information about specific devices deployed in Frontier's infrastructure. This could be used by competitors to determine the technical capabilities and limits of the FiOS systems Frontier is acquiring, which could allow those competitors to design products or marketing plans to Frontier's detriment. These materials also include very granular data about contracting parties, including contact names and information, which could permit competitors to discern the types of equipment used in Frontier's network. Knowledge of the specific services, including programming, which Frontier will provide in specific areas will allow competitors to adjust their service and marketing plans to better compete with Frontier. Knowledge about network architecture and capabilities and financial projections will permit competitors to adjust their product pricing and undercut Frontier, while information about network architecture can be used by competitors in future competitive decision-making or by hostile parties in disrupting or attacking Frontier's network.<sup>13</sup>

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<sup>13</sup> See, e.g., Ben Worthen, *Researcher Says Up to 100 Victims in Google Attack*, Wall. St. J., Feb. 26, 2010, <http://online.wsj.com/article/SB10001424052748704625004575090111817090670.html> (describing a recent example of coordinated network and systems attacks by unknown or hostile parties).

Questions 25 and 26. These questions call for information regarding the services that Frontier is and will be providing to customers, and, in particular, seeks information about highly competitive broadband services.<sup>14</sup> Specifically, these questions call for Frontier to submit detailed information on its plans for the construction, deployment and operation of broadband, including the areas of deployment, the type of service that will be deployed, the costs of deployment, the timing of this deployment, and the marginal revenue from deployment. This material would disclose Frontier's plans to compete for specific groups or types of customers. The question also seeks granular information about Frontier's existing broadband customers in particular market areas. In response to Questions 26.b(1), 26.b(4), 26.b(5), 26.b(7), 26.b(8), and 26.b(10), Frontier will submit materials providing granular data about its existing and projected broadband availability on a "state," local, wire center, and/or household basis, including incremental expansion cost projections, assumptions, and network engineering and infrastructure data.

With respect to state level information, as discussed in the Applicants' December 23, 2009 Request for a Second Protective Order, because Frontier's operations in each state are fairly discrete, disclosure of "state level" material could provide competitors in those states with information as to the timing of Frontier's capital expenditures and marketing efforts in those discrete parts of each state.<sup>15</sup> The attached maps illustrate the extent to which Frontier's operations can be easily discerned from statewide numbers. In Arizona, for example, the areas to be acquired from Verizon are very limited and serve only approximately 6,300 lines. In North and South Carolina, while Verizon serves many more lines, the areas are also highly distinct and readily identifiable. In all states other than West Virginia, Frontier is not the largest ILEC in the state, such that it would be relatively easy for a competitor to extrapolate "state" level aggregations to more specific and discrete areas.

Furthermore, Frontier's marketing efforts in these areas are more likely to be regional, rather than on a wire center-by-wire center basis. In West Virginia, one of the larger areas Frontier is acquiring, Frontier's operations are not only identifiable, but because Frontier will serve nearly the entire state, marketing efforts are more likely to be regional, rather than highly localized. Moreover, the investment will likely be more concentrated in the areas being acquired from Verizon because of the differential in current broadband offerings.

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<sup>14</sup> See, e.g., *Applications of AT&T Inc. and Cellco Partnership d/b/a Verizon Wireless*, Order, WT Docket No. 09-104 (Dec. 16, 2009) (granting highly confidential treatment to documents that discuss AT&T's "future plans to compete for a customer or specific groups or types of customers, including ... future procurement strategies, deployment strategies, pricing strategies, product strategies or advertising or marketing strategies.").

<sup>15</sup> *Ex Parte* Letter of Michael E. Glover, Verizon, and John T. Nakahata, Counsel, Frontier Communications Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission (Dec. 23, 2009) (requesting second-level protective order).

Under these varied circumstances, disclosing “state” level data is in reality disclosing data for areas below the state level, and would cause substantial harm to Frontier’s competitive position by providing insight into the timing of Frontier’s marketing and advertising strategies and its capital expenditure plans. The Commission previously has recognized as much in granting “highly confidential”: protection to information for a type of customer (e.g., broadband) by “regional cluster” or “state.”<sup>16</sup> Knowledge of Frontier’s broadband deployment plans, including detailed financial information, would enable competitors to target their pricing, advertising and marketing in a way that would advantage them unfairly against Frontier in the deployment of broadband services to end-user customers. In addition, knowledge of the timing of Frontier’s broadband plans would enable competitors to determine how and when Frontier likely would deploy additional broadband infrastructure and to adjust their own broadband deployment plans accordingly. The ability to make these adjustments would unfairly benefit Frontier’s rivals in competing for customers.

Question 27. The materials discussed above could be relevant to Question 27 as well. Frontier therefore seeks highly confidential designation for those documents for the rationales set forth above. There are no documents unique to Question 27 for which additional highly confidential treatment is sought at the time.

Question 28: This question calls for information regarding the services that are and will be provided by Verizon to customers, and, in particular, seeks information about forward-looking plans for highly competitive broadband services. In response to question 28, Verizon Wireless is producing documents as well as a written response to the question summarizing its evaluation of competition with mass market fixed broadband services, including competition between a fixed wireless service and mass market fixed broadband. This information would provide competitors with Verizon Wireless marketing strategies, business plans, and planned product development information.<sup>17</sup> Knowledge of this information would provide competitors with a competitive advantage in the marketing and provision of video and broadband service to customers.

Finally, the Applicants note that the First and Second Protective Orders require submitting parties to provide one copy of confidential information to reviewing parties. In the third protective order, the Applicants request that the Commission allow submitting parties to

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<sup>16</sup> See *AT&T/Verizon Wireless Second Protective Order* at 5 (¶ 9); *ATN/Verizon Wireless Second Protective Order* at 4 (¶ 9); *Sprint/Nextel Second Protective Order* at 9281 (¶ 4).

<sup>17</sup> See *Applications of AT&T Inc. And Cellco Partnership D/B/A Verizon Wireless, Second Protective Order*, WT Docket No. 09-104 (December 16, 2009) (granting highly confidential treatment to documents that discuss AT&T’s “future plans to compete for a customer or specific groups or types of customers, including ... future procurement strategies, deployment strategies, pricing strategies, product strategies or advertising or marketing strategies.”).



determine whether it is necessary to prohibit copying of highly confidential documents, consistent with Commission precedent.<sup>18</sup> As set forth above, the information covered under a “highly confidential” protective order represents a company’s most highly sensitive information. As is universally recognized, such information is vulnerable to loss, theft, and misuse. Limits on copying are necessary because, without such a restriction, the chances of disclosure increase significantly – as evidenced by improper release of sensitive information in certain Commission proceedings.<sup>19</sup> If a submitting party deems that highly confidential information is so sensitive that it should be restricted from copying, permitting even a single copy to be in the hands of a third party increases the risk of accidental disclosure.

In sum, Applicants are seeking enhanced protections for specific information to guard against competitors gaining a significant, unwarranted marketplace advantage if they were to come to possess it. For this reason, in past proceedings where it has sought such sensitive information, the Commission has accorded this information enhanced protection. Consistent with those precedents, the Commission should do so in this proceeding as well. The Applicants therefore respectfully request that the Commission issue as soon as possible a third protective order along the lines discussed herein.

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<sup>18</sup> *AT&T/Centennial Second Protective Order* at 7185 (¶ 11) (recognizing that there is “information so sensitive (even given its Highly Confidential designation) that it should not be copied by anyone”); *AT&T/BellSouth Second Protective Order* at 7284 (¶ 10).

<sup>19</sup> *See, e.g., Applications of America Online, Inc. & Time Warner Inc. for Transfers of Control*, Memorandum Opinion and Order, 16 FCC Rcd 2400 (CSB 2001) (incident involving summaries of a dozen confidential documents being emailed to 13 executives of a competitor); *Private ALTS Document Mistakenly Lands on FCC Website*, Comm. Daily, Oct. 4, 2004 (incident involving outside law firm inadvertently filing confidential information on ECFS and that information was widely disseminated).

Marlene H. Dortch  
March 3, 2010  
Page 10

Respectfully submitted,

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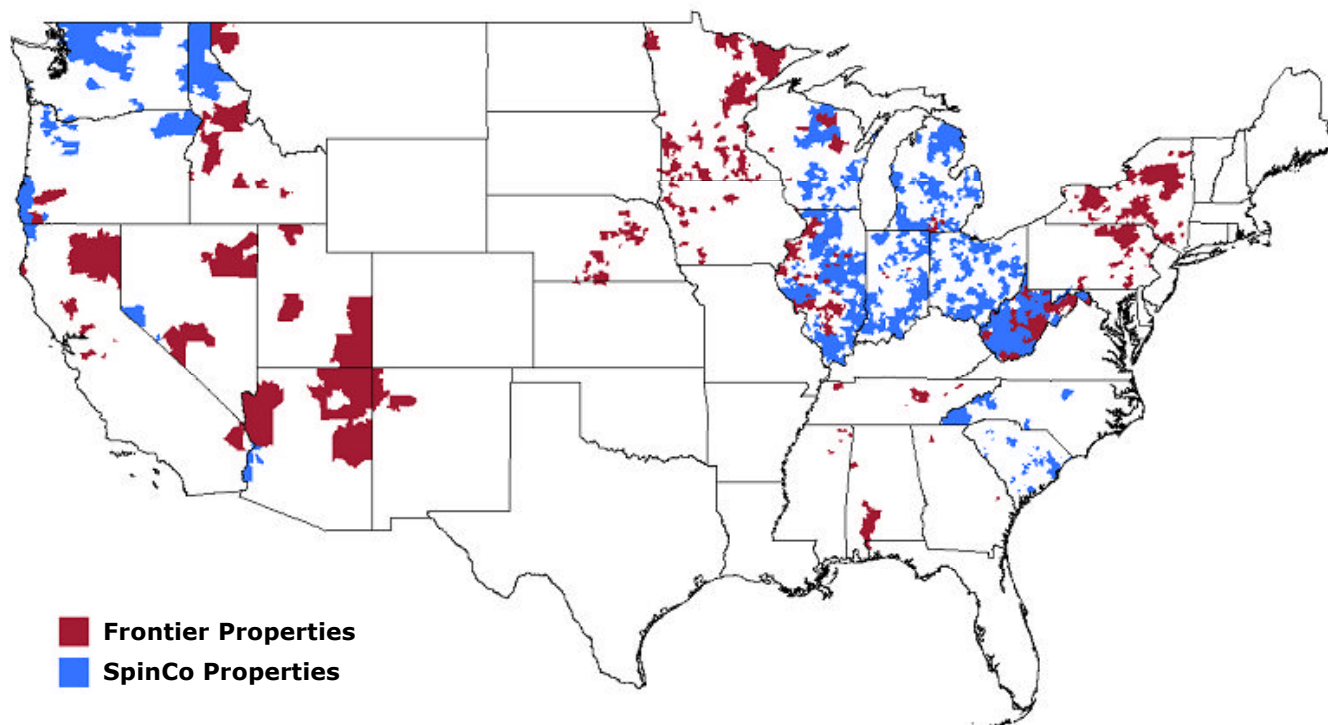
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Attachment

## **Attachment 1**

# Combined Company Snapshot



## FY 2008 Key Metrics

	Frontier Standalone	Frontier Pro Forma
<b>Revenue:</b>	\$2.2B	\$6.5B
<b>EBITDA <sup>(1)</sup>:</b>	\$1.2B	\$3.1B
<b>Ending Access Lines:</b>	2.3M	7.0M
<b>Number of States:</b>	24	27

(1) Excludes synergies.

## Pro Forma Access Lines By State

	Pro Forma Footprint	% of Total
West Virginia	761	10.8%
Indiana	723	10.2%
New York	684	9.7%
Illinois	671	9.5%
Ohio	635	9.0%
Washington*	578	8.2%
Michigan	526	7.5%
Pennsylvania	427	6.1%
Wisconsin	343	4.9%
Oregon	323	4.6%
North Carolina*	263	3.7%
Minnesota	211	3.0%
California	168	2.4%
Arizona	152	2.2%
Idaho	133	1.9%
South Carolina*	128	1.8%
Tennessee	79	1.1%
Nevada	60	0.8%
Iowa	45	0.6%
Nebraska	43	0.6%
Alabama	26	0.4%
Utah	22	0.3%
Georgia	19	0.3%
New Mexico	8	0.1%
Montana	8	0.1%
Mississippi	5	0.1%
Florida	4	0.1%
<b>Total</b>	<b>7,045</b>	

\* New State for Frontier



TELEPHONE



INTERNET



TELEVISION



WIRELESS DATA

**frontier**  
Communications

# Combined Company Access Line Detail

As of 12/31/08

		Frontier	SpinCo	Combined
Common Properties	West Virginia	143,982	617,036	761,018
	Indiana	4,647	718,251	722,898
	Illinois	97,461	573,321	670,782
	Ohio	552	634,153	634,705
	Michigan	19,102	507,462	526,564
	Wisconsin	62,007	281,350	343,357
	Oregon	12,626	309,904	322,530
	California	143,871	24,205	168,076
	Arizona	145,241	6,297	151,538
	Idaho	20,035	113,002	133,037
	Nevada	23,701	35,989	59,690
		<b>673,225</b>	<b>3,820,970</b>	<b>4,494,195</b>
SpinCo Properties	Washington	-	578,506	578,506
	North Carolina	-	263,479	263,479
	South Carolina	-	127,718	127,718
		-	<b>969,703</b>	<b>969,703</b>
Frontier Properties	New York	683,880	-	683,880
	Pennsylvania	427,489	-	427,489
	Minnesota	210,983	-	210,983
	Tennessee	79,014	-	79,014
	Iowa	44,891	-	44,891
	Nebraska	43,106	-	43,106
	Alabama	25,980	-	25,980
	Utah	21,718	-	21,718
	Georgia	19,167	-	19,167
	New Mexico	8,001	-	8,001
	Montana	7,659	-	7,659
	Mississippi	5,474	-	5,474
	Florida	3,746	-	3,746
		<b>1,581,108</b>	-	<b>1,581,108</b>
		<b>2,254,333</b>	<b>4,790,673</b>	<b>7,045,006</b>



TELEPHONE



INTERNET



TELEVISION



WIRELESS DATA

